

UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF MONTANA

In re

SOUTHERN MONTANA ELECTRIC
GENERATION AND TRANSMISSION
COOPERATIVE, INC.

Debtor.

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Case No. 11-62031-11

ORDER FOR APPROVAL OF STIPULATION

At Butte in said District this 15th day of January, 2014.

The Prudential Insurance Company of America, Universal Prudential Arizona Reinsurance Company, Prudential Investment Management, Inc., as successor in interest to Forethought Life Insurance Company, and Modern Woodmen of America (collectively, the “Noteholders”), the Debtor, Southern Montana Electric Generation and Transmission Cooperative, Inc. (“Debtor”), and Beartooth Electric Cooperative, Inc., Fergus Electric Cooperative, Inc., Mid-Yellowstone Valley Electric Cooperative, Inc., and Tongue River Electric Cooperative, Inc. (collectively, the “Members”) on January 15, 2014 entered into a Stipulation for Temporary Stay of Litigation and for Additional Extension of Deadline to Respond to Motion to Convert to Chapter 7 (the “**Stipulation**”) filed as Docket No. 1247. The Court having reviewed said Stipulation and finding good cause therefor;

IT IS HEREBY ORDERED that the Stipulation is approved in its entirety. The parties to the Stipulation shall stay all litigation and refrain from taking adverse action against one

another until February 3, 2014 in order to facilitate ongoing settlement discussions among the parties; and

IT IS FURTHER HEREBY ORDERED that the deadline for all parties in interest to respond to the Motion to Convert to Chapter 7 and Supporting Memorandum (Doc. No. 1211) is hereby extended to February 3, 2014.

BY THE COURT

A handwritten signature in cursive script, reading "Ralph B. Kirscher", is written over a horizontal line.

HON. RALPH B. KIRSCHER
U.S. Bankruptcy Judge
United States Bankruptcy Court
District of Montana